



CORPORATION SERVICE COMPANY*

RECORDATION NO. 25172 FILED

AUG 15 '05

2-38 PM

SURFACE TRANSPORTATION BOARD



August 12, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RE: 146726-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 1, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **PUBLIC SERVICE COMPANY OF COLORADO**
1099 18th Street Denver, CO 80202

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PUBLIC SERVICE COMPANY OF COLORADO** covering 120 coal hoppers with reporting marks and numbers – CEFX 60034 – CEFX 60239 – INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

AUG 15 '05

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of March, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and PUBLIC SERVICE COMPANY OF COLORADO, a Colorado corporation, with an address at 1099 18th Street, Denver Colorado, 80202 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and Northern States Power Company d/b/a Xcel Energy ("NSP") entered into that certain Master Railcar Lease dated July 15, 1998 and Schedule No.1 thereto dated July 15, 1998, as extended by a Lease Extension Certificate dated as of September 25, 2003 and further extended on May 1, 2004 (hereinafter collectively referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, NSP assigned the Lease to Lessee effective as of March 1, 2005; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the Lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by appropriate authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PUBLIC SERVICE COMPANY OF COLORADO

By: Patrick J. Panzerino
Name: Patrick J. Panzerino
Title: Director - Coal

Schedule A

Number of Cars			Equipment Description		
120			4,300 C.F. aluminum bottom discharge coal hopper		
1	CEFX	60034	53	CEFX	60168
2	CEFX	60050	54	CEFX	60169
3	CEFX	60051	55	CEFX	60170
4	CEFX	60052	56	CEFX	60171
5	CEFX	60053	57	CEFX	60172
6	CEFX	60054	58	CEFX	60173
7	CEFX	60074	59	CEFX	60174
8	CEFX	60082	60	CEFX	60175
9	CEFX	60107	61	CEFX	60176
10	CEFX	60115	62	CEFX	60177
11	CEFX	60121	63	CEFX	60178
12	CEFX	60122	64	CEFX	60179
13	CEFX	60123	65	CEFX	60180
14	CEFX	60127	66	CEFX	60181
15	CEFX	60128	67	CEFX	60182
16	CEFX	60129	68	CEFX	60183
17	CEFX	60130	69	CEFX	60184
18	CEFX	60131	70	CEFX	60185
19	CEFX	60132	71	CEFX	60186
20	CEFX	60133	72	CEFX	60187
21	CEFX	60134	73	CEFX	60188
22	CEFX	60135	74	CEFX	60189
23	CEFX	60136	75	CEFX	60190
24	CEFX	60137	76	CEFX	60191
25	CEFX	60138	77	CEFX	60192
26	CEFX	60139	78	CEFX	60193
27	CEFX	60140	79	CEFX	60195
28	CEFX	60141	80	CEFX	60196
29	CEFX	60142	81	CEFX	60197
30	CEFX	60143	82	CEFX	60198
31	CEFX	60144	83	CEFX	60199
32	CEFX	60146	84	CEFX	60200
33	CEFX	60147	85	CEFX	60201
34	CEFX	60148	86	CEFX	60202
35	CEFX	60149	87	CEFX	60203
36	CEFX	60150	88	CEFX	60204
37	CEFX	60151	89	CEFX	60205
38	CEFX	60153	90	CEFX	60206
39	CEFX	60154	91	CEFX	60207
40	CEFX	60155	92	CEFX	60208
41	CEFX	60156	93	CEFX	60209
42	CEFX	60157	94	CEFX	60210
43	CEFX	60158	95	CEFX	60213
44	CEFX	60159	96	CEFX	60214
45	CEFX	60160	97	CEFX	60215
46	CEFX	60161	98	CEFX	60216
47	CEFX	60162	99	CEFX	60217
48	CEFX	60163	100	CEFX	60218
49	CEFX	60164	101	CEFX	60219
50	CEFX	60165	102	CEFX	60220
51	CEFX	60166	103	CEFX	60221
52	CEFX	60167	104	CEFX	60222
			105	CEFX	60223
			106	CEFX	60224
			107	CEFX	60226
			108	CEFX	60227
			109	CEFX	60228
			110	CEFX	60229
			111	CEFX	60230
			112	CEFX	60231
			113	CEFX	60232
			114	CEFX	60233
			115	CEFX	60234
			116	CEFX	60235
			117	CEFX	60236
			118	CEFX	60237
			119	CEFX	60238
			120	CEFX	60239